



# BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102  
(817) 878-2385  
Docket No. BN 7645

## FEDERAL EXPRESS

July 26, 1989

9-212A022

RECORDATION # 8802 A  
FILED 1425

JUL 31 1989 -12 35 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

Re: Document for Recordation: Bill of Sale and Release of  
Security Interest to Burlington Northern Inc. (now  
Burlington Northern Railroad Company) Conditional Sale  
Agreement

Dear Ms. Lee:

I am enclosing six counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated July 20, 1989, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Conditional Sale Agreement, dated as of April 1, 1977, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement, the primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on April 29, 1977, and assigned Recordation No. 8802.

The names and addresses of the parties to the transaction are:

Agent: LaSalle National Bank (formerly Lake View  
Trust and Savings Bank)  
3201 North Ashland  
Chicago, Illinois 60657

RECORDED  
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Owner: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

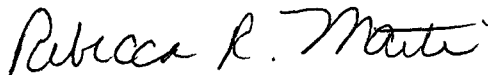
A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest,  
dated July 20, 1989, to the Burlington Northern  
Inc. (now Burlington Northern Railroad Company)  
Conditional Sale Agreement (ICC Recordation  
No. 8802, April 29, 1977), conveying the equipment  
described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

RRM/ad,10  
Enclosures

RECORDATION NO

8802-A  
FILED 1423

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INTERSTATE COMMERCE COMMISSION

Executed in 9 Counterparts  
of which this is No. 7

BILL OF SALE  
AND  
RELEASE OF SECURITY INTEREST

WHEREAS, LaSalle National Bank (formerly Lake View Trust and Savings Bank) (hereinafter referred to as the "Agent") and Burlington Northern Inc., now Burlington Northern Railroad Company (hereinafter referred to as the "Railroad"), have entered into a Reconstruction and Conditional Sale Agreement dated as of April 1, 1977 (hereinafter referred to as the "Agreement"), covering the railroad equipment described in Exhibit A hereto (hereinafter referred to as the "Equipment");

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with Section 11303 of the Interstate Commerce Act on April 29, 1977, and assigned Recordation No. 8802; and

WHEREAS, the Agent has been paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW, THEREFORE, the Agent, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full, (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A, and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, claims,

security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, LaSalle National Bank, as Agent as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 20 day of July, 1989.

LaSALLE NATIONAL BANK

By: R. W. Kinzie

R. W. KINZIE  
SENIOR VICE PRESIDENT


ATTEST:

G. R. Reinhard

G. R. Reinhard  
Asst. Vice President & Asst. Secretary

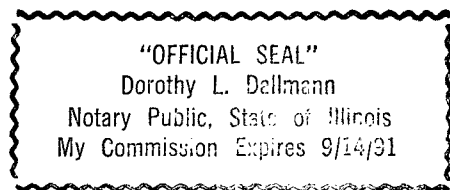
STATE OF ILLINOIS     )  
                              )   ss.  
COUNTY OF COOK        )

On this 20th day of July, 1989, before me personally appeared R. W. Kinzie and G. R. Reinhard, to me personally known, who, being by me duly sworn, says that ~~they are Sr. Vice President and Asst. Secretary~~ <sup>they</sup> ~~are Sr. Vice President and Asst. Secretary~~ of the LaSalle National Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and ~~he/she~~ <sup>they</sup> acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

9/14/91



EQUIPMENT  
EXHIBIT A  
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<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
17	50' Double Door Boxcars	248201, 248205, 248217-248219, 248221, 248222, 248224, 248227, 248228, 248233, 248238, 248242, 248246, 248249, 248250, 248254